

Jonathan L. Flaxer (JF 7096)  
Janice B. Grubin (JG 1544)  
GOLENBOCK, EISEMAN, ASSOR & BELL  
437 Madison Avenue  
New York, New York 10022  
(212) 907-7300  
Counsel to the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
: Case Nos. 00-B-41065 (SMB)  
RANDALL'S ISLAND FAMILY GOLF : through 00-B-41196 (SMB)  
CENTERS, INC., et. al., :  
: (Jointly Administered)  
Debtors. :  
-----X

**SECOND SUPPLEMENTAL AFFIDAVIT IN SUPPORT OF APPLICATION  
OF DEBTORS AND DEBTORS IN POSSESSION TO APPOINT,  
EMPLOY AND SUBSTITUTE GOLENBOCK, EISEMAN, ASSOR  
& BELL AS GENERAL BANKRUPTCY COUNSEL**

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

JONATHAN L. FLAXER, being duly sworn, deposes and says:

1. I am an attorney at law, duly admitted and in good standing to practice in the State of New York and in this Court. I am a partner of the firm of Golenbock, Eiseman, Assor & Bell (“GEA&B”), located at 437 Madison Avenue, New York, New York 10022, and am duly authorized to make this affidavit on GEA&B’s behalf.

2. I am familiar with the matters set forth herein, and make this affidavit in further support of the application of Randall’s Island Family Golf Centers, Inc., et al. (the “Debtors”) seeking

authority to appoint, employ and substitute my firm as general bankruptcy counsel, effective as of January 5, 2001, and in furtherance of GEA&B's continuing duty of disclosure.

3. As disclosed in my affidavits sworn to on January 17, 2001 and January 25, 2001, GEA&B provided legal advice to Utica National Insurance Group ("Utica") in connection with these cases. Prior to commencing its representation of the Debtors and with full disclosure to the Debtors, GEA&B obtained Utica's consent to its withdrawal as Utica's counsel in these cases.

4. Utica currently provides general liability ("GL") and automobile insurance to the Debtors, for the period covering 4/2/00 to 4/2/01, in the form of three policies: CG3144510 (GL), BAC3144608 (auto) and BAC314409 (auto). The GL policy has a \$10,000 deductible per claim with a \$700,000 policy aggregate deductible. The two auto policies have no deductibles.

5. There is currently one pending action against the Debtors which falls under the Utica GL policy: Towne Development Group, Ltd. v. Family Golf Centers, Inc. This action was commenced on or about August 18, 2000 in the Court of Common Pleas, Hamilton, Ohio and seeks an injunction, specific performance and damages alleged caused by losses to a residential community allegedly caused by golf balls from the Debtors' former facility in Maineville, Ohio, Site 223. The sale of this owned facility to Chinatrust, the mortgagee, was approved by this Court by Order dated February 22, 2001. GEA&B has had no, and anticipates having no, involvement with this matter.

6. As represented in my prior affidavits, the Debtors will engage special counsel to address any issues that might arise out of their relationship with Utica, including, without limitation, matters that might arise in this Court.

/s/ Jonathan L. Flaxer  
JONATHAN L. FLAXER

Sworn to before me this  
16<sup>th</sup> day of March, 2001

/s/ Roslind D. Flake  
Roslind D. Flake  
Notary Public, State of New York  
No. 31-4904251  
Qualified in New York County  
Commission Expires 8/31/01